

SINDU VALLEY TECHNOLOGIES LIMITED

CIN: L43900KA1976PLC173212

Registered Office: No. 3, 2nd Floor, Dr TCM Royan Road, Opp Ayyappan Temple, Bengaluru, Karnataka, 560053.

Corporate Office: Kanakia Wall Street, -511/512, 5th Floor, Andheri Kurla Road, Chakala, Andheri East, Mumbai – 400059.

Telephone: +91 22 6725 0014/15, **Website:** www.sinduvally.com, **Email:** sinduvally76@gmail.com

SINDUVA/BSE/2024-25

Date: 28th October 2024

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

Scrip ID: SINDUVA

Scrip Code: 505504

Dear Sirs,

Sub: Notice of Extra-Ordinary General Meeting

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 of the Listing Regulations, we hereby submit the Notice of the Extra Ordinary General Meeting of the Company scheduled to be held on Tuesday, November 19, 2024 at 11.00 A.M.

You are kindly requested to take note of the above.

Thanking you Yours faithfully,

For Sindu Valley Technologies Limited

Mr. Amol Dhakorkar
Company Secretary

Encl: As above



Sindu Valley Technologies Limited

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Corporate Office: Kanakia Wall Street, A-511/512, 5th Floor, Andheri Kurla Road, Chakala, Andheri East, Mumbai – 400059;

Email: sinduvalley76@gmail.com; **Website:** www.sinduvalley.com/ **Contact:** +91-22-67250014/15

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **Sindu Valley Technologies Limited (Company)** will be held on Tuesday, November 19, 2024 at 11:00 A.M. (IST) through video conference (“VC”)/ other audio visual means (“OAVM”) facility to transact the following businesses:

SPECIAL BUSINESSES:

1. INCREASE IN AUTHORISED SHARE CAPITAL

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from existing Rs. 1,20,00,000 (Rupees One Crore Twenty Lacs Only) divided into 12,00,000 (Twelve Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creating additional Rs. 14,80,00,000 (Rupees Fourteen Crores Eighty Lacs Only) Equity Shares of Rs. 10/- each ranking *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

“**V.** The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crores Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT any of the Directors the Company and Company secretary, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER ALIA PURSUANT TO THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors the Company and Company secretary, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

3. ISSUANCE OF 1,10,00,000 EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 1,10,00,000 (One Crores Ten Lacs) Equity Shares of Rs. 10/- each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 18/- (Rupees Eighteen Only) per equity share aggregating to Rs. 19,80,00,000 (Rupees Nineteen Crores Eighty Lacs Only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

S. No.	Name of Proposed Allottees	No of Shares	Category
1	JHV Commercials LLP	1,02,50,000	Currently- Non-Promoter Post Open offer- Promoter
2	Husena Akbarali Musamji	7,50,000	Currently- Non-Promoter

S. No.	Name of Proposed Allottees	No of Shares	Category
			Post Open offer- Promoter
	Total	1,10,00,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the October 18, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

1. The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
2. The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days. However, In accordance with Regulation 170 (3) of SEBI (ICDR) Regulations, 2018, since the proposed preferential allotment attracted obligation to make an open offer under SEBI (SAST) Regulations, and if offer made under sub-regulation (1) of regulation 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 fifteen days shall be considered from the expiry of the period specified in sub-regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 or if an offer is made under sub-regulation (1) of regulation 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, the period of fifteen days shall be counted from the expiry of the offer period as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.
3. Allotment shall only be made in dematerialized form;
4. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing

of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

4. ISSUANCE OF 40,00,000 EQUITY SHARES ON PREFERENTIAL BASIS.:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 40,00,000 (Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 22/- (Rupees Twenty Two Only) per Equity Share (including a premium of Rs. 12/- (Rupees Twelve Only) (“Preferential Allotment Price”), aggregating to Rs. 8,80,00,000/- (Rupees Eight Crores Eighty Lacs Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”) on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Altaf Mohammed Arif Borhania	93,750	Non-Promoter	Non-Promoter
2.	Mohammed Arif Mohammed Rafique Borhania	93,750	Non-Promoter	Non-Promoter
3.	Ayman Mohammed Arif Borhania	93,750	Non-Promoter	Non-Promoter
4.	Muskan Arif Borhania	93,750	Non-Promoter	Non-Promoter
5.	Abdullah Ashraf Borhania	93,750	Non-Promoter	Non-Promoter
6.	Ashraf Mohammed Rafique Borhania	93,750	Non-Promoter	Non-Promoter
7.	Mariya Ashraf Borhania	93,750	Non-Promoter	Non-Promoter
8.	Saleha Ashraf Borhania	93,750	Non-Promoter	Non-Promoter
9.	Alternate Strategies LLP	15,000	Non-Promoter	Non-Promoter
10.	Anjali Jain	15,000	Non-Promoter	Non-Promoter
11.	Kantilal Gopalbhai Patel	19,500	Non-Promoter	Non-Promoter
12.	Ritika Milan Nakrani	1,500	Non-Promoter	Non-Promoter
13.	Jignesh Dinesh Sangavi	6,000	Non-Promoter	Non-Promoter
14.	Anil Mavjibhai Savla	1,500	Non-Promoter	Non-Promoter
15.	Bhupendra Vinodbhai Hirapara	3,000	Non-Promoter	Non-Promoter
16.	Dhanraj Janak Patel	3,000	Non-Promoter	Non-Promoter
17.	Kantilal S Rupapara	3,000	Non-Promoter	Non-Promoter
18.	Saraben Izazahmed Khanusiya	7,500	Non-Promoter	Non-Promoter
19.	Samimbahen Mohmed Imran Khanusiya	7,500	Non-Promoter	Non-Promoter
20.	Khanusiya Vasimakram	5,000	Non-Promoter	Non-Promoter
21.	Milinkumar Hitendrabhai Patel	10,000	Non-Promoter	Non-Promoter
22.	Rachnababen Milinkumar Patel	10,000	Non-Promoter	Non-Promoter
23.	Vivek Mahendrabhai Bhatt	10,000	Non-Promoter	Non-Promoter
24.	Bhumikaben Vivekkumar Bhatt	10,000	Non-Promoter	Non-Promoter
25.	Leela maheshwari	20,000	Non-Promoter	Non-Promoter
26.	Merajali Gulamabbas Nandoliya	30,000	Non-Promoter	Non-Promoter
27.	Aartibahen Digant Patel	10,000	Non-Promoter	Non-Promoter
28.	Krina Maulik Mehta	10,000	Non-Promoter	Non-Promoter
29.	Surekhaben Pravinchandra Maheta	10,000	Non-Promoter	Non-Promoter
30.	Bharatbhai Pachanbhai Patel	10,000	Non-Promoter	Non-Promoter
31.	Imdadhusain Kasambhai Dedharotiya	10,000	Non-Promoter	Non-Promoter
32.	Najamaben Imdadhusain dedharotia	10,000	Non-Promoter	Non-Promoter
33.	Kalpesh Patel	3,00,000	Non-Promoter	Non-Promoter
34.	Payal patel	2,27,500	Non-Promoter	Non-Promoter
35.	Harshadkumar Prakashbhai Maloo	50,000	Non-Promoter	Non-Promoter
36.	Virang Pareshkumar Mathukiya	50,000	Non-Promoter	Non-Promoter
37.	Vatsal Mananbhai Shah	50,000	Non-Promoter	Non-Promoter
38.	Vibha Shah	2,50,000	Non-Promoter	Non-Promoter
39.	Rohit Modi	2,50,000	Non-Promoter	Non-Promoter
40.	Kamlesh Modi	2,50,000	Non-Promoter	Non-Promoter
41.	Utsav Modi	2,50,000	Non-Promoter	Non-Promoter
42.	Sangita Modi	2,50,000	Non-Promoter	Non-Promoter
43.	Paresha Modi	2,50,000	Non-Promoter	Non-Promoter
44.	Rajen Dalvadi	50,000	Non-Promoter	Non-Promoter
45.	Dhwani Vakharia	50,000	Non-Promoter	Non-Promoter
46.	Vinay Rajendrakumar Nagda	4,35,000	Non-Promoter	Non-Promoter
47.	Feel Good Hotels Private Limited	3,00,000	Non-Promoter	Non-Promoter
	Total	40,00,000		

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is October 18, 2024, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

1. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
2. The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
3. The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
4. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
5. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle

all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.”

5. **APPROVAL OF NAME CHANGE OF THE COMPANY FROM “SINDU VALLEY TECHNOLOGIES LIMITED” TO “GHV INFRA PROJECTS LIMITED” AND CONSEQUENTIAL ALTERATION TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:-**

To consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies Rules 2014 made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the provisions of the Memorandum and Articles of Association of the Company and as per the approval received from the Registrar of Companies (‘ROC’) and subject to the approval of the Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Government, Stock Exchanges and other regulatory authorities/departments, if any, as may be applicable, the consent of the Members (Shareholders) be and is hereby accorded to change the name of the Company from “**SINDU VALLEY TECHNOLOGIES LIMITED**” to “**GHV INFRA PROJECTS LIMITED**” and subsequent to the change in name of the Company, the Memorandum & Articles of Association be altered to give effect to the said resolution

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the Company be and are hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC, Central Government and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to do all such acts, deeds and things as may be required in this connection.”

**By order of the Board of Directors
For Sindu Valley Technologies Limited**

**Place: Bangalore
Date: October 18, 2024**

**Amol Dhakorkar
Company Secretary & Compliance Officer**

Registered Office:

No. 3, 2nd Floor, Dr. TCM Royan Road,
Opp. Ayyappan Temple, Bengaluru - 560053, Karnataka.
CIN: L43900KA1976PLC173212

NOTES:

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and the rules (the “Companies Act” and such statement, the “Explanatory Statement”) made thereunder setting out the material facts in respect of the business under items as set out in the notice to the Extraordinary General Meeting (EGM) (the “Notice”) is annexed hereto and forms part of this Notice.

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circulars No. 14/2020 dated April 8, 2020 read with Circulars 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2021 dated December 28, 2022 and 09/23 dated September 25, 2023 hereinafter collectively referred as “MCA Circulars” and SEBI vide its Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79, SEBI/HO/CFD/ CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 hereinafter collectively referred as “SEBI Circulars” have permitted the companies to hold their general meetings through video conferencing / any other audio visual means (“VC/OAVM facility”) without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC facility.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depositories Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at (<https://www.sinduvally.com>), The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and at www.bseindia.com. The EGM Notice is also disseminated on

the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. www.evoting.nsdl.com).

7. The Board has appointed M/s. Kothari H. & Associates, Practicing Company Secretaries, as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer's Report of the votes cast in favor or against, if any, to the Chairman or in his absence to any other Director authorised by the Board.

The Chairman or in his absence any other Director authorized by the Board shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the voting.

The results of voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company www.sinduvally.com and on NSDL website www.evoting.nsdl.com.. and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days from the Conclusion of the EGM.

The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners, as on Friday, 18th October, 2024.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.sinduvally.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 16th November 2024 at 09.00A.M. and ends on Monday, 18th November, 2024 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 11th November, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 11th November, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.

Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who

are authorized to vote, to the Scrutinizer by e-mail to **info@khacs.com** with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sinduvalley76@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sinduvalley76@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sinduvalley76@gmail.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sinduvalley76@gmail.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sinduvalley76@gmail.com. These queries will be replied to by the company suitably by email.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The present Authorised Share Capital of the Company is Rs. 1,20,00,000/- (Rupees One Crore Twenty Lacs Only) divided into 12,00,000 (Twelve Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on October 18, 2024 had accorded its approval for increasing the Authorised Share Capital from existing Rs. 1,20,00,000/- (Rupees One Crore Twenty Lacs Only) divided into 12,00,000 (Twelve Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 16,00,00,000 (Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each, by creating additional Rs. 14,80,00,000 (Rupees Fourteen Crores Eighty Lacs Only) Equity Shares of Rs. 10/- each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 1,20,00,000/- (Rupees One Crore Twenty Lacs Only) divided into 12,00,000 (Twelve Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 16,00,00,000 (Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each and the new shares shall be ranking *pari-passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of Directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 1 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 1 of the Notice except to the extent of their shareholding.

ITEM NO. 2:

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on October 26, 2024 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

The Board of Directors recommend Resolution at Item No. 2 as a Special Resolution for approval of the members

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 3:

The Special Resolution contained in Item No. 3 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 1,10,00,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 18/- each, aggregating up to Rs. 19,80,00,000 (Rupees Nineteen Crores Eighty Lacs Only).

The Board of Directors of the Company ("Board") in their meeting held on October 18, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 1,10,00,000 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 18.00/- (Rupees Eighteen Only) per Equity Share inclusive of a premium of Rs. 8/- (Rupees Eight Only) per Equity Share to Non-Promoter Category and proposed to be classified as Promoters pursuant to Open offer under SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

- (a) Working Capital requirements of Company as well as its Subsidiaries, meeting various operational expenditure of the Company including contingencies;
- (b) Capital expenditure requirements of Company as well as its Subsidiaries, meeting various capital expenditure of the Company including contingencies;
- (c) Expansion and Diversification its business;
- (d) Financing / investing of business opportunities, strategic initiatives;
- (e) General corporate purpose; and
- (f) Issue related expenses
- (g) Purchase of infrastructure equipment and machinery

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on October 18, 2024 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 1,10,00,000 Equity Shares, fully paid-up, at the price of Rs. 18/- per Equity Share (including premium), aggregating to Rs. 19,80,00,000 (Rupees Nineteen Crores Eighty Lacs Only), on a preferential basis to the proposed allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

Since the proposed preferential issue has triggered the obligation to make an open offer for shares of the Company by the proposed allottees. Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days. However, In accordance with Regulation 170 (3) of SEBI (ICDR) Regulations, 2018, since the proposed preferential allotment attracted obligation to make an open offer under SEBI (SAST) Regulations, and if offer made under sub-regulation (1) of regulation 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 fifteen days shall be considered from the expiry of the period specified in sub-regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 or if an offer is made under sub-regulation (1) of regulation 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, the period of fifteen days shall be counted from the expiry of the offer period as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

None of the existing promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued.

The Board of Directors of the Company have approved the preferential allotment to following proposed allottees, i.e. JHV Commercials LLP and Mrs. Husena Akbarali Musamji, who presently do not belong to promoter & promoter group, However, Mr. Jahidmohmed H. Vijapura (Acquirer-1) has entered into a Share Purchase Agreement (“SPA”) with the existing promoter/ promoter group i.e. Mr. Chirage Deepak Dedhia, Mr. Arvind Awadhnath Sharma and Mrs. Manisha Arvind Sharma for acquisition of 5,14,860 Equity Shares representing of present paid up equity share capital of the Company and JHV Commercials LLP (Acquirer- 2) along with Mrs. Husena Akbarali Musamji (Person Acting in Concert/PAC) have subscribing preferential issue. Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011. Post completion of the Open Offer, JHV Commercials LLP and Mrs. Husena Akbarali Musamji would be classified in the Promoter Category of the Company.

S. No.	Name of Proposed Allottees	No of Shares	Category
1	JHV Commercials LLP	1,02,50,000	Currently- Non-Promoter Post Open offer- Promoter
2	Husena Akbarali Musamji	7,50,000	Currently- Non-Promoter Post Open offer- Promoter
		1,10,00,000	

- e) The -current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

S. No.	Name of Proposed Allottees	No of Shares	Current Status	Proposed status post preferential issue*
1	JHV Commercials LLP	1,02,50,000	Non-Promoter	Promoter
2	Husena Akbarali Musamji	7,50,000	Non-Promoter	Promoter
		1,10,00,000		

Note: Mr. Jahidmohmed H. Vijapura (Acquirer- 1) has entered into a Share Purchase Agreement (“SPA”) with the existing promoter/ promoter group i.e. Mr. Chirage Deepak Dedhia, Mr. Arvind Awadh Nath Sharma and Mrs. Manisha Arvind Sharma for acquisition of 5,14,860 and JHV Commercials LLP (Acquirer- 2) along with Mrs. Husena Akbarali Musamji (Person Acting in Concert/PAC) have subscribing 1,02,50,000 and 7,50,000 respectively through proposed preferential issue the Equity Shares representing 73.34% of post preferential issue paid up equity share capital of the Company. Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011. Post completion of the Open Offer, JHV Commercials LLP and Mrs. Husena Akbarali Musamji would be classified in the Promoter Category of the Company.

- f) **Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is October 18, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting.

g) **Pricing of the Issue:**

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is October 18, 2024. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 18/- (Rupees Eighteen Only) per Equity Share (including a premium of Rs. 8/- (Rupees Eight Only) which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.sinduvalley.com.

h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

Name of proposed allottee	Identity of the Natural person who is the ultimate Beneficial owner	Relation, if any, with the promoters or person in control of the Company	Pre-issue		Post Issue	
			Pre issue Ownership holding	% of total Capital	Post issue Ownership holding	% of total Capital
JHV Commercials LLP	Jahidmohmed Husenbhai Vijapura, Nafisa Zahidbhai Vijapura, Farhin J. Vijapura & Zamilaben H. Vijapura	N.A.	0	0.00	1,02,50,000	65.29

i. Shareholding Pattern before and after the preferential issue:

S. No.	Category	Pre-Issue		*Post-Issue	
(A)	Shareholding of Promoter and Promoter Group	No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
1	Indian				
(a)	Individuals/ Hindu Undivided Family	5,14,860	73.55	5,14,860	3.28
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	5,14,860	73.55	5,14,860	3.28
2	Foreign				
A	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00
D	Any Other (specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	5,14,860	73.55	5,14,860	3.28
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Any Other (specify)FDI	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00
B 2	Non-institutions				
(a)	Bodies Corporate	0	0.00	3,00,000	1.91
(b)	Individuals	1,72,350	24.62	46,07,350	29.35

S. No.	Category	Pre-Issue		*Post-Issue	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group				
(c)	Any other (specify)	12,790	1.83	1,02,77,790	65.46
	Sub-Total (B)(2)	1,85,140	26.45	1,51,85,140	96.72
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	1,85,140	26.45	1,51,85,140	96.72
	TOTAL (A)+(B)	7,00,000	100.00	1,57,00,000	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0	0	0
2	Public	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	7,00,000	100.00	1,57,00,000	100.00

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares in Item No. 4.*

Note: Mr. Jahidmohmed H. Vijapura (Acquirer- 1) has entered into a Share Purchase Agreement (“SPA”) with the existing promoter/ promoter group i.e. Mr. Chirage Deepak Dedhia, Mr. Arvind Awadh Nath Sharma and Mrs. Manisha Arvind Sharma for acquisition of 5,14,860 and JHV Commercials LLP (Acquirer- 2) along with Mrs. Husena Akbarali Musamji (Person Acting in Concert/PAC) have subscribing 1,02,50,000 and 7,50,000 respectively through proposed preferential issue the Equity Shares representing 73.34% of post preferential issue paid up equity share capital of the Company. Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011. Post completion of the Open Offer, JHV Commercials LLP and Mrs. Husena Akbarali Musamji would be classified in the Promoter Category of the Company.

Accordingly, the revised post preferential shareholding pattern after completion of open offer process (including pre issue equity shares, equity shares to be acquired under SPA and preferential issue but excluding open offer Equity shares) will be as under.

S. No.	Category	*Post Issue	
		No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family	1,15,14,860	73.34
(c)	Bodies Corporate	0	0.00
(d)	Financial Institutions/ Banks	0	0.00
(e)	Any Others (Specify)	0	0.00
	Sub Total(A)(1)	1,15,14,860	73.34
2	Foreign		
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00
B	Bodies Corporate	0	0.00
C	Institutions	0	0.00

S. No.	Category	*Post Issue	
		No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group		
D	Any Other (specify)	0	0.00
	Sub Total(A)(2)	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	1,15,14,860	73.34
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	0	0.00
(b)	Any Other (specify)FDI	0	0.00
	Sub-Total (B)(1)	0	0.00
B 2	Non-institutions		
(a)	Bodies Corporate	3,00,000	1.91
(b)	Individuals	38,57,350	24.57
(c)	Any other (specify)	27,790	0.18
	Sub-Total (B)(2)	41,85,140	26.66
(B)	Total Public Shareholding (B)= (B)(1) +(B)(2)	41,85,140	26.66
	TOTAL (A)+(B)	1,57,00,000	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
1	Promoter and Promoter Group	0	0.00
2	Public	0	0.00
	Sub-Total (C)	0	0.00
	GRAND TOTAL (A)+(B)+(C)	1,57,00,000	100.00

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares in Item No. 4.*

Lock-in Period: The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of Promoters, Promoter group and non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

k. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
 - None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- l. Certificate of Practicing Company Secretary:** The certificate from, M/s. Kothari H. & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.sinduvalley.com.
- m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	*Post issue shareholding	
				No of share	%		No of share	%
1.	JHV Commercials LLP	Non-Promoter	Promoter	0	0.00	1,02,50,000	1,02,50,000	65.29
2.	Husena Akbarali Musamji	Non-Promoter	Promoter	0	0.00	7,50,000	7,50,000	4.78
Total				0	0.00	1,10,00,000	1,10,00,000	70.06

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares in Item No. 4.*

Note:

- Mr. Jahidmohmed H. Vijapura (Acquirer- 1) has entered into a Share Purchase Agreement with the existing promoter/promoter group i.e. Mr. Chirage Deepak Dedhia, Mr. Arvind Awadh Nath Sharma and Mrs. Manisha Arvind Sharma on October 18, 2024 for acquisition of shares and control of the Company. Post completion of open offer under SEBI (SAST) Regulations, 2011, 5,14,860 Equity shares held by Mr. Chirage Deepak Dedhia, Mr. Arvind Awadh Nath Sharma and Mrs. Manisha Arvind Sharma will be transferred to Mr. Jahidmohmed H. Vijapura. Accordingly post open offer, JHV Commercials LLP and Mrs. Husena Akbarali Musamji who have shown as non-promoter under the proposed preferential issue, will become the Promoters of the Company;
- Also, without including 5,14,860 Equity Shares to be acquired through SPA post offer, post issue holding of JHV Commercials LLP and Mrs. Husena Akbarali Musamji would be 1,02,50,000 Equity Shares constituting 65.29% and 7,50,000 Equity Share constituting 4.78% of total post issue capital respectively.

Recommendations and Voting Pattern of the committee of Independent Directors of the Company

The committee of Independent Directors comprising of Ms. Kavita Akshay Chhajer and Mr. Samrathdan Zula in their meeting held on October 18, 2024 has considered the proposal to make the preferential allotment of 1,10,00,000 Equity Shares to the proposed allottees. The committee has considered that the Issue price of Rs. 18/- has been determined taking in the Independent Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. The offer price also includes a control premium on account of change in control

pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

S. No.	Name of the Independent Director	Assent	Dissent
1.	Kavita Akshay Chhajer	√	-
2.	Samrathdan Zula	√	-

n. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

o. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

p. Principal terms of assets charged as securities:

Not Applicable.

q. Other disclosures:

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO. 4:

The Board of Directors of the Company (“Board”) in its meeting held on October 18, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot upto 40,00,000 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 22/- (Rupees Twenty-Two Only) per Equity Share [including a premium of Rs. 12/- (Rupees Twelve Only)] (‘Preferential Allotment Price’), to Non–Promoter of the Company being Proposed Allottees as mentioned the resolution of item no. 4 in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the ‘Act’), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, seeks approval of the Members as set out in the notice item no.4 of the Notice, by way of a special resolution to issue and allot up to 40,00,000 Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 22/- each, [including a premium of Rs. 12/- (Rupees

Twelve Only]] ('Preferential Allotment Price'), aggregating up to Rs. 8,80,00,000 (Rupees Eight Crores Eighty Lacs Only).

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue: The object of the issue are:

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

- (c) Working Capital requirements of Company as well as its Subsidiaries, meeting various operational expenditure of the Company including contingencies;
- (d) Capital expenditure requirements of Company as well as its Subsidiaries, meeting various capital expenditure of the Company including contingencies;
- (c) Expansion and Diversification its business;
- (d) Financing / investing of business opportunities, strategic initiatives;
- (e) General corporate purpose; and
- (f) Issue related expenses
- (g) Purchase of infrastructure equipment and machinery

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 40,00,000 (Four Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 22/- (Rupees Twenty Two Only) per Equity Share [including a premium of Rs. 12/- (Rupees Twelve Only)] ("Preferential Allotment Price"), aggregating to Rs. 8,80,00,000/- (Rupees Eight Crores Eighty Lacs Only).

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is October 18, 2024. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 22/- (Rupees Twenty Two Only) per Equity Share (including a premium of Rs. 12/- (Rupees Twelve Only) which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.sinduvally.com.

4. Amount which the Company intends to raise by way of issue of Equity Shares:

Upto Rs. 8,80,00,000/- (Rupees Eight Crores Eighty Lacs Only).

5. Principal terms of Assets charged as securities:

Not Applicable

6. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects directly.

7. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

S. No.	Category	Pre-Issue		*Post-Issue	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
1	Indian				
(a)	Individuals/ Hindu Undivided Family	5,14,860	73.55	5,14,860	3.28
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	5,14,860	73.55	5,14,860	3.28
2	Foreign				
A	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00

S. No.	Category	Pre-Issue		*Post-Issue	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group				
C	Institutions	0	0.00	0	0.00
D	Any Other (specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	5,14,860	73.55	5,14,860	3.28
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Any Other (specify)FDI	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00
B 2	Non-institutions				
(a)	Bodies Corporate	0	0.00	3,00,000	1.91
(b)	Individuals	1,72,350	24.62	46,07,350	29.35
(c)	Any other (specify)	12,790	1.83	1,02,77,790	65.46
	Sub-Total (B)(2)	1,85,140	26.45	1,51,85,140	96.72
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	1,85,140	26.45	1,51,85,140	96.72
	TOTAL (A)+(B)	7,00,000	100.00	1,57,00,000	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0	0	0
2	Public	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	7,00,000	100.00	1,57,00,000	100.00

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares in Item No. 3.*

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

12. Valuation for consideration other than cash:

Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

The certificate from, M/s. Kothari H. & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.sinduvally.com.

17. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Pre/Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding *	
				No of share	%		No of share	% of the post Capital
1.	Altaf Mohammed Arif Bhorania	Non-Promoter	N.A.	0	0.00	93,750	93,750	0.60
2.	Mohammed Arif Mohammed Rafique Bhorania	Non-Promoter	N.A.	0	0.00	93,750	93,750	0.60
3.	Ayman Mohammed Arif Bhorania	Non-Promoter	N.A.	0	0.00	93,750	93,750	0.60
4.	Muskan Arif Bhorania	Non-Promoter	N.A.	0	0.00	93,750	93,750	0.60
5.	Abdullah Ashraf Bhorania	Non-Promoter	N.A.	0	0.00	93,750	93,750	0.60
6.	Ashraf Mohammed Rafique Bhorania	Non-Promoter	N.A.	0	0.00	93,750	93,750	0.60
7.	Mariya Ashraf Bhorania	Non-Promoter	N.A.	0	0.00	93,750	93,750	0.60
8.	Saleha Ashraf Bhorania	Non-Promoter	N.A.	0	0.00	93,750	93,750	0.60
9.	Alternate Strategies LLP	Non-Promoter	Avni Mehta & Madhavan Mehta	0	0.00	15,000	15,000	0.10
10.	Anjali Jain	Non-Promoter	N.A.	0	0.00	15,000	15,000	0.10
11.	Kantilal Gopalbhai Patel	Non-Promoter	N.A.	0	0.00	19,500	19,500	0.12
12.	Ritika Milan Nakrani	Non-Promoter	N.A.	0	0.00	1,500	1,500	0.01
13.	Jignesh Dinesh Sangavi	Non-Promoter	N.A.	0	0.00	6,000	6,000	0.04
14.	Anil Mavjibhai Savla	Non-Promoter	N.A.	0	0.00	1,500	1,500	0.01
15.	Bhupendra Vinodbhai Hirapara	Non-Promoter	N.A.	0	0.00	3,000	3,000	0.02
16.	Dhanraj Janak Patel	Non-Promoter	N.A.	0	0.00	3,000	3,000	0.02
17.	Kantilal S Rupapara	Non-Promoter	N.A.	0	0.00	3,000	3,000	0.02

Sr. No.	Name of the proposed allottees	Pre/Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding *	
				No of share	%		No of share	% of the post Capital
18.	Saraben Izazahmed Khanusiya	Non-Promoter	N.A.	0	0.00	7,500	7,500	0.05
19.	Mrs. Samimbahen Mohmed Imran Khanusiya	Non-Promoter	N.A.	0	0.00	7,500	7,500	0.05
20.	Khanusiya Vasimakram	Non-Promoter	N.A.	0	0.00	5,000	5,000	0.03
21.	Milinkumar Hitendrabhai Patel	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
22.	Rachnabahen Milinkumar Patel	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
23.	Vivek Mahendrabhai Bhatt	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
24.	Bhumikaben Vivekkumar Bhatt	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
25.	Leela maheshwari	Non-Promoter	N.A.	0	0.00	20,000	20,000	0.13
26.	Merajali Gulamabbas Nandoliya	Non-Promoter	N.A.	0	0.00	30,000	30,000	0.19
27.	Aartibahen Digant Patel	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
28.	Krina Maulik Mehta	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
29.	Surekhaben Pravinchandra Maheta	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
30.	Bharatbhai Pachanbhai Patel	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
31.	Imdadhusain Kasambhai Dedharotiya	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
32.	Najamaben Imdadhusain dedharotia	Non-Promoter	N.A.	0	0.00	10,000	10,000	0.06
33.	Kalpesh Patel	Non-Promoter	N.A.	0	0.00	3,00,000	3,00,000	1.91
34.	Payal patel	Non-Promoter	N.A.	0	0.00	2,27,500	2,27,500	1.45

Sr. No.	Name of the proposed allottees	Pre/Post issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding *	
				No of share	%		No of share	% of the post Capital
35.	Harshadkumar Prakashbhai Maloo	Non-Promoter	N.A.	0	0.00	50,000	50,000	0.32
36.	Virang Pareshkumar Mathukiya	Non-Promoter	N.A.	0	0.00	50,000	50,000	0.32
37.	Vatsal Mananbhai Shah	Non-Promoter	N.A.	0	0.00	50,000	50,000	0.32
38.	Vibha Shah	Non-Promoter	N.A.	0	0.00	2,50,000	2,50,000	1.59
39.	Rohit Modi	Non-Promoter	N.A.	0	0.00	2,50,000	2,50,000	1.59
40.	Kamlesh Modi	Non-Promoter	N.A.	0	0.00	2,50,000	2,50,000	1.59
41.	Utsav Modi	Non-Promoter	N.A.	0	0.00	2,50,000	2,50,000	1.59
42.	Sangita Modi	Non-Promoter	N.A.	0	0.00	2,50,000	2,50,000	1.59
43.	Paresha Modi	Non-Promoter	N.A.	0	0.00	2,50,000	2,50,000	1.59
44.	Rajen Dalvadi	Non-Promoter	N.A.	0	0.00	50,000	50,000	0.32
45.	Dhwani Vakharia	Non-Promoter	N.A.	0	0.00	50,000	50,000	0.32
46.	Vinay Rajendrakumar Nagda	Non-Promoter	N.A.	0	0.00	4,35,000	4,35,000	2.77
47.	Feel Good Hotels Private Limited	Non-Promoter	Abdul Hafeez Salim Balwa & Balwa Mohammad Salim	0	0.00	3,00,000	3,00,000	1.91
Total				0	0.00	40,00,000	40,00,000	25.48

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares in Item No. 3.*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out in Item Number 4 in the accompanying notice for approval by the Members.

ITEM NO. 5

The name of the Company is proposed to be changed from “**SINDU VALLEY TECHNOLOGIES LIMITED**” to “**GHV INFRA PROJECTS LIMITED**” as the management of the Company wants to explore new business opportunities and create corporate re-branding and restructuring of the business of the Company. Accordingly, the Board of Directors of the Company, at their meeting held had resolved to make an application to the Ministry of Corporate Affairs (MCA), The Central Registrar of Companies (CRC) for Reservation of Name for the proposed change in name of the Company subject to approval of the Members (Shareholders).

Further, the Company received a Letter from the MCA, ROC, dated 26/11/2024 whereby the name “**GHV INFRA PROJECTS LIMITED**” has been reserved. Hence, the Company proposes to change its name from “**SINDU VALLEY TECHNOLOGIES LIMITED**” to “**GHV INFRA PROJECTS LIMITED**” subject to approval from the members and appropriate authority (ies).

Subsequent to change in name of the Company as approved by the Ministry of Corporate Affairs, Office of Registrar of Companies, it is proposed to give effect to the said change by altering the Name Clause of the Memorandum of Association and Articles of Association of the Company accordingly and it requires the consent from the Members (Shareholders) by way of passing Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out in Item Number 5 in the accompanying notice for approval by the Members.

**By order of the Board of Directors
For Sindu Valley Technologies Limited**

**Place: Bengaluru
Date: October 18, 2024**

**Amol Dhakorkar
Company Secretary & Compliance Officer**

Registered Office:
No. 3, 2nd Floor, Dr. TCM Royan Road,
Opp. Ayyappa Temple, Bengaluru - 560053, Karnataka.
CIN: L43900KA1976PLC173212